

ISSUE **JEPH LOEB**
DANNY MIKI

DAVID FINCH
STEVE FIRCHOW

3
OF FIVE



ULTIMATUM

MARVEL

© 2011 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

ULTIMATUM HAS BEGUN.

Previously...



Destruction rages across the globe. Millions are dead. Magneto is to blame.



The world's heroes are left to fight their own battles...

...some have just begun...



...while others have been lost.



CHAPTER THREE: "HEAVEN ON EARTH"

Jeph Loeb WRITER	David Finch ARTIST	Danny Miki INKER	Aspen's Peter Steigerwald COLORISTS	with Steve Firchow LETTERER	RS & Comicraft Cover	Finch, Miki & Firchow EXEC. PRODUCER
McGuinness, Farmer & Keith VARIANT	Joe Sabino PRODUCTION	Lauren Sankovitch ASST. EDITOR	Mark Paniccia SENIOR EDITOR	Joe Quesada EIC	Dan Buckley PUBLISHER	Alan Fine EXEC. PRODUCER

To find MARVEL COMICS at a local comic and hobby shop, go to www.comicshoplocator.com or call 1-888-COMICBOOK.

THEY'RE ALL DEAD,
MAGNETO.

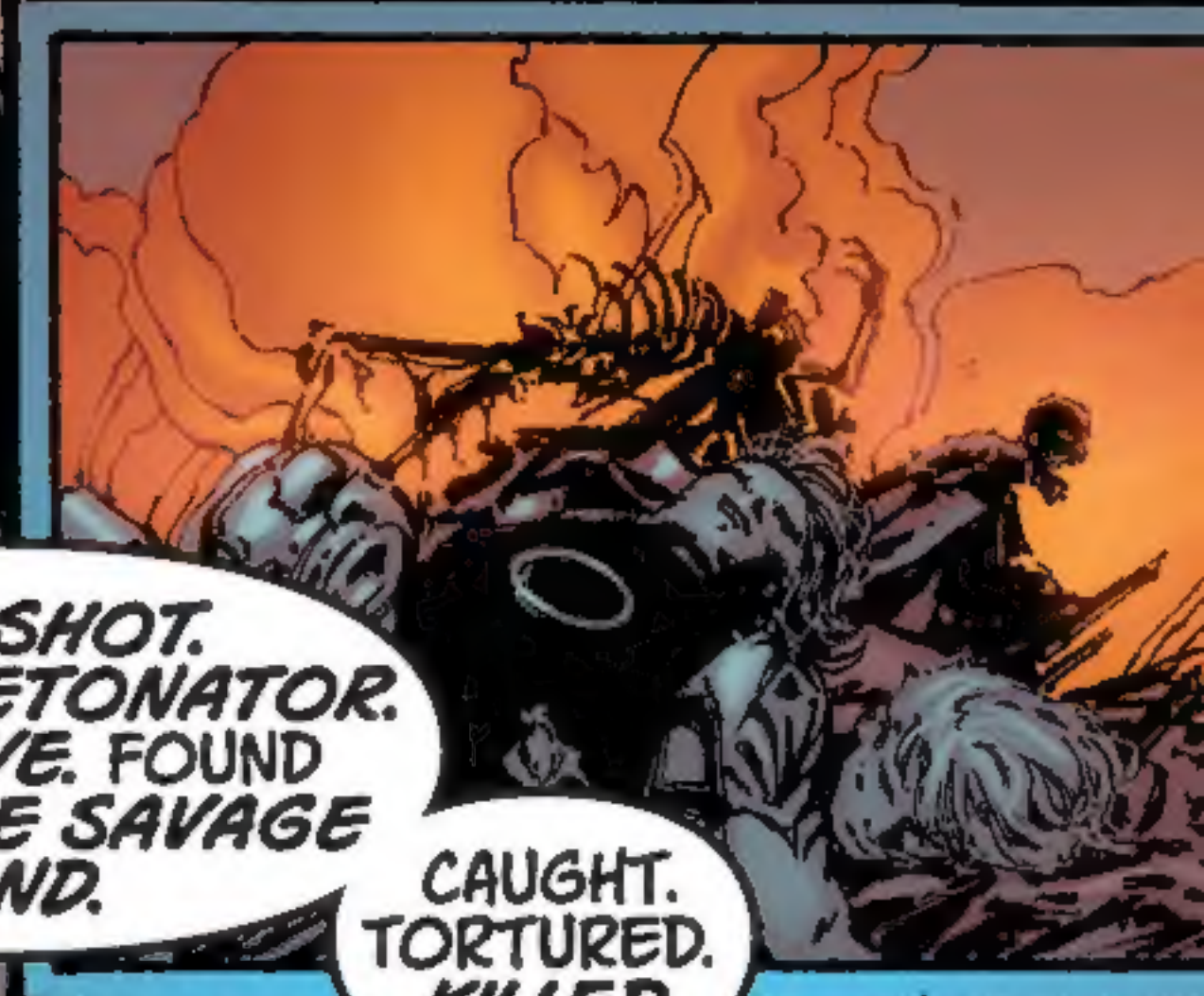
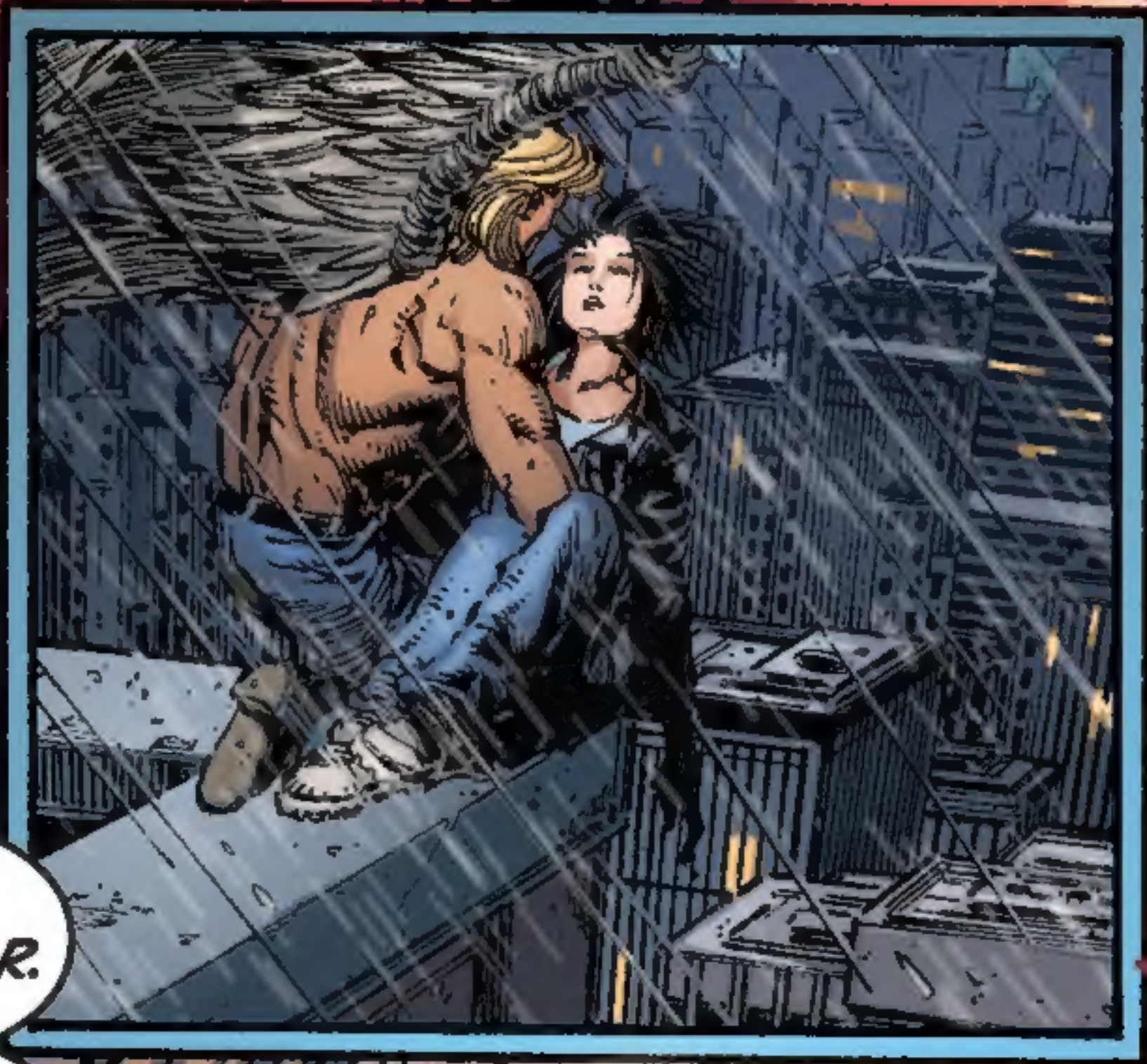
DAZZLER.
BEAST.
NIGHTCRAWLER.
DROWNED.

ONLY ANGEL
SURVIVED. AN ANGEL
AMIDST ALL THIS
DESTRUCTION...

THE ACADEMY
OF TOMORROW
IN CHICAGO
DESTROYED.

EMMA
FROST. SUNSPOT.
CANNONBALL. POLARIS.
AND THE REST OF THOSE BRATS.
CONFIRMED DEAD BY THE
MADROXES.

ONLY HAVOK IS
UNCONFIRMED. THEY'RE
HUNTING HIM.



LONGSHOT.
FORGE. DETONATOR.
HARDRIVE. FOUND
THEM IN THE SAVAGE
LAND.

CAUGHT.
TORTURED.
KILLED.

AND MY
ONCE BELOVED
CHARLES XAVIER
IS DEAD.

BUT...
YOU KNEW
THAT...



MAGNETO'S CITADEL.
ABOVE THE ARCTIC CIRCLE.
THAT NIGHT.

...A
TIDAL WAVE
HIT NEW YORK
CITY AT 4:13 PM
TODAY...

...THE DEATH
TOLL WELL OVER
A MILLION
PEOPLE...

AND YOU
DID ALL OF
THIS IN MY
NAME...

...DADDY?

...NEWS
COMING IN THE
ACADEMY OF
TOMORROW...

...EYE-
WITNESSES
CLAIM TO HAVE
SEEN SUICIDE
BOMBERS...

...TONY
STARK'S FAMED
MANHATTAN
HOME...

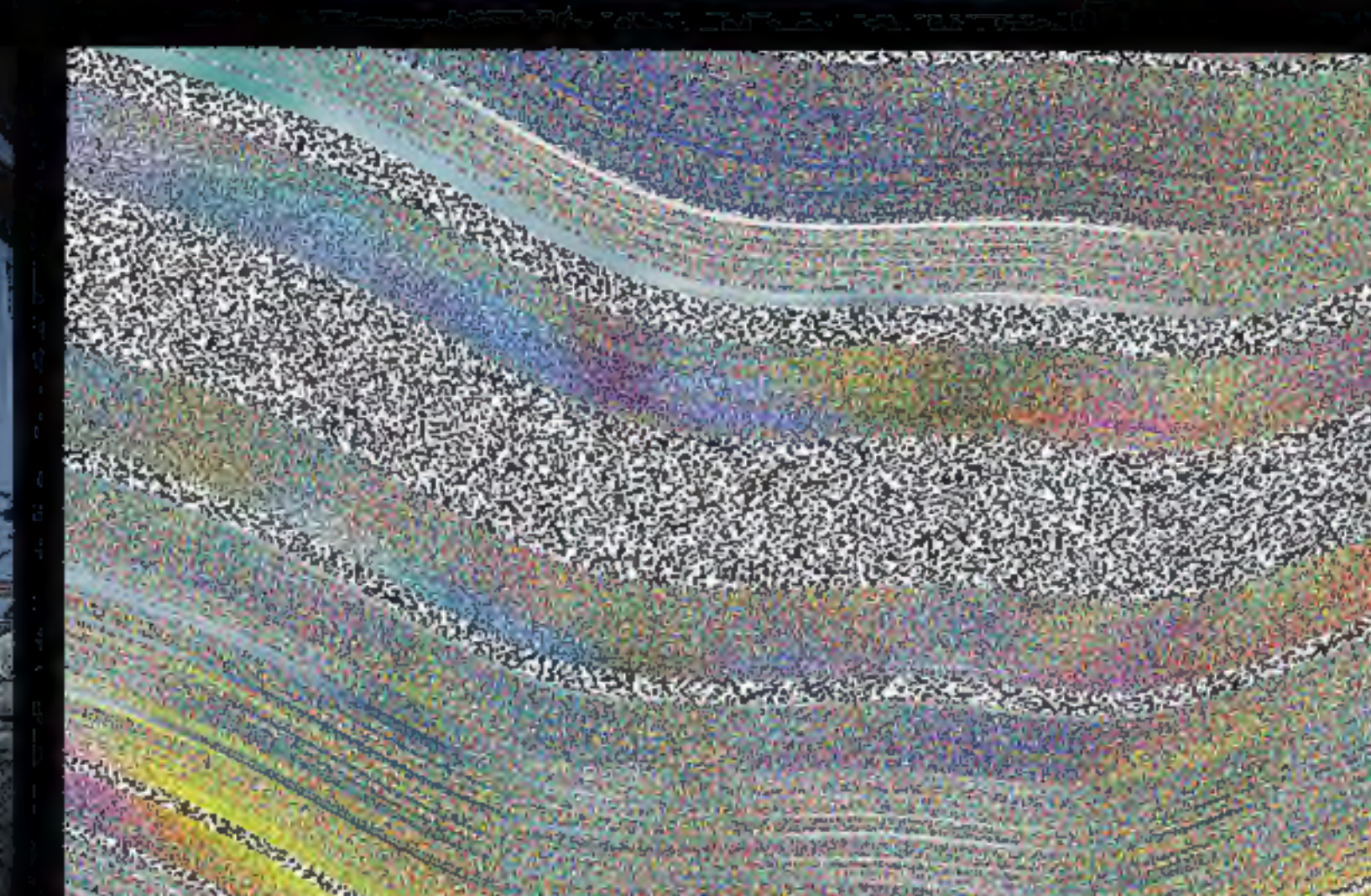
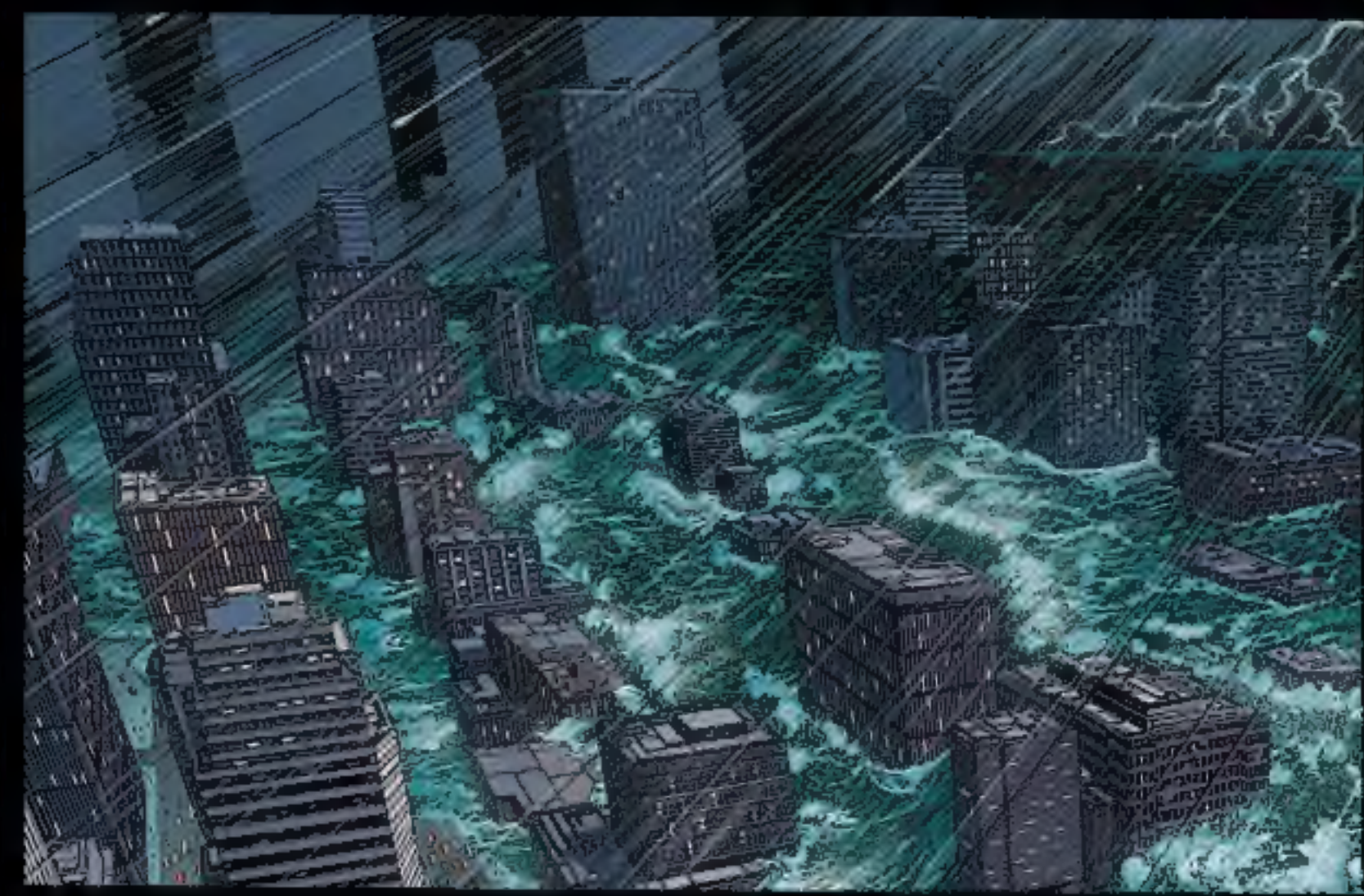
...THE
SUICIDE BOMBERS
ARE SAID TO ALL
LOOK LIKE ONE
MAN...

...VOLCANOES
REPORTEDLY ARE
ERUPTING IN THE
AMAZON...

...MOST OF
EASTERN EUROPE
IS FROZEN
IN ICE...

...EARTHQUAKES
RAVAGED THE
AFRICAN NATION OF
WAKANDA...

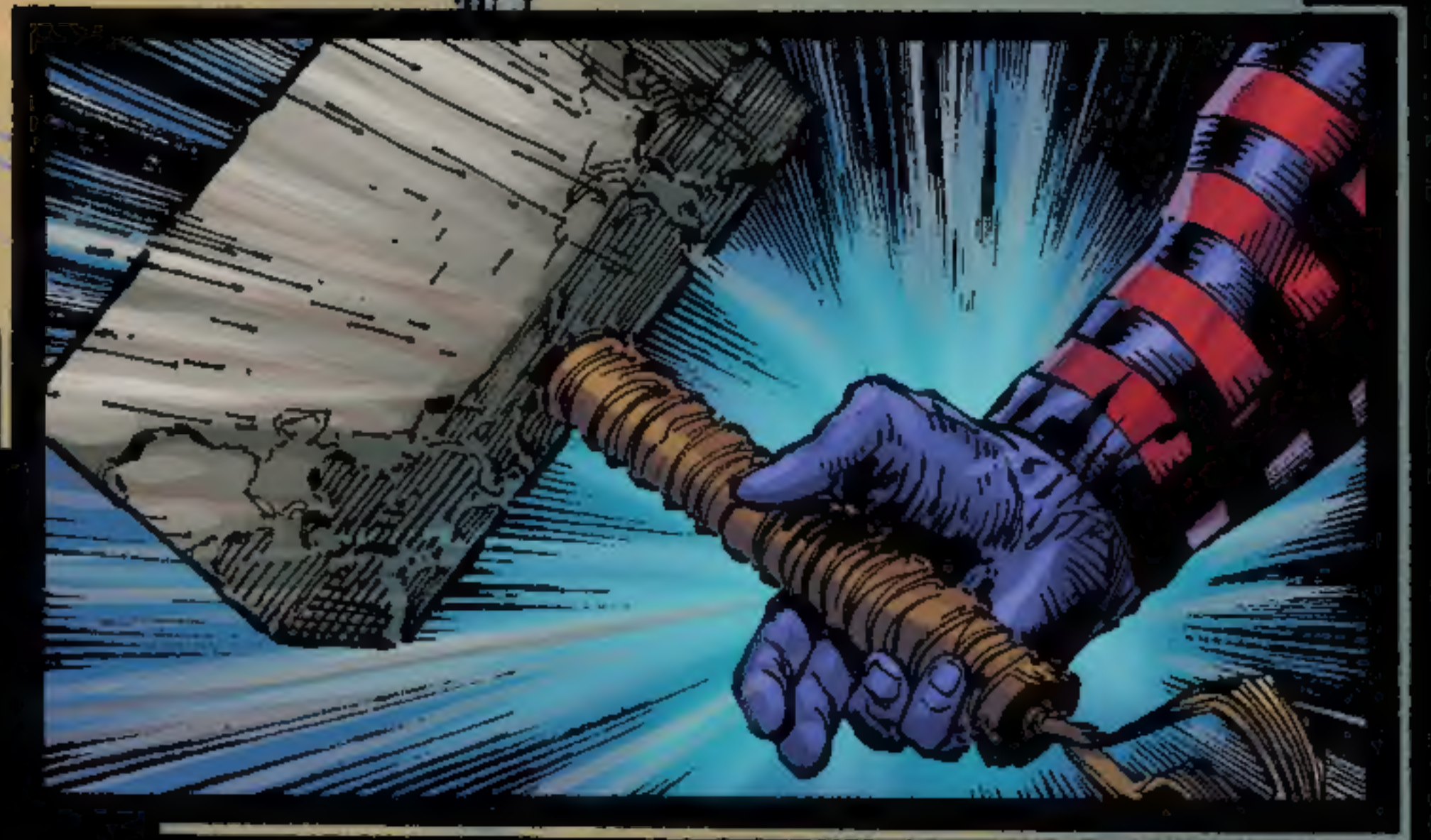
...PARLIAMENT
IS THE LATEST IN A
STRING OF SUICIDE
BOMBINGS...







I THINK NOT.





GET AWAY FROM HER!

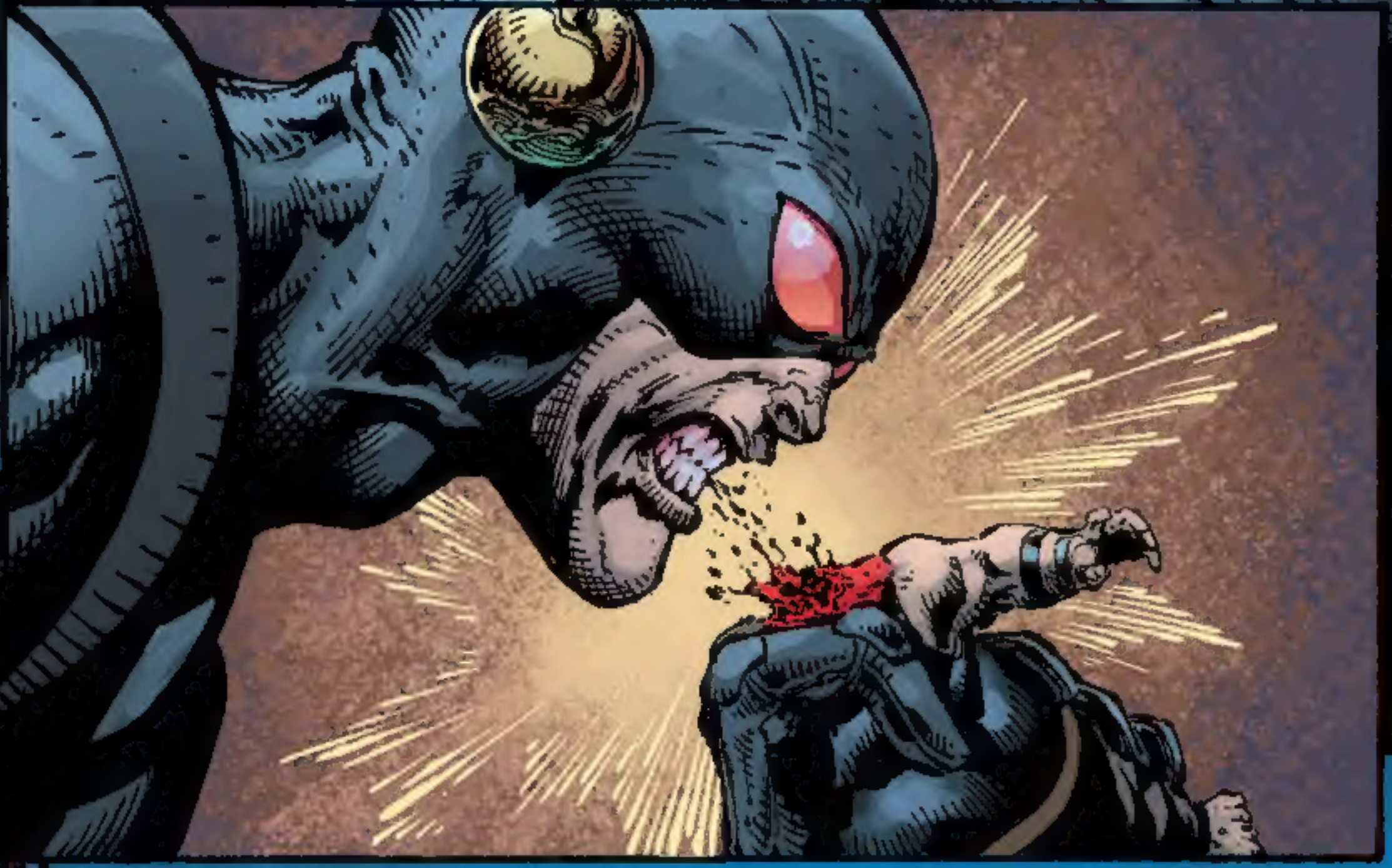
HAW. YOU CAN'T MOVE ME -- I'M THE BLOB.

NEAR THE EAST RIVER. MANHATTAN. HAWKEYE AND YELLOWJACKET. THAT NIGHT.

HANK! LET ME TAKE THE SHOT!

WHAT DID SHE EVER DO TO YOU?
SHE WAS PERFECT.

HEY, PAL, IT WAS NOTHIN' PERSONAL.



...HANK...



IT WAS ONLY PERSONAL...



IT'S OKAY,
JAN. IT'S ALL
GOING TO BE
FINE.



SHE'S
NOT
OKAY.

SHE'S
DEAD.



I CAN
SAVE YOU,
JAN.

I CAN
BE THE
HERO.

ALL
WE NEED IS TO
GET YOU TO THE
TRISKELION.

THEY'VE GOT
THE LAB EQUIPMENT
I NEED TO REPAIR
YOU...



@#%\$.
NO TELLING
WHAT HE'S GOING
TO DO...

THE SEWERS.
UNDERNEATH NEW YORK CITY.
THE X-MEN.
THAT NIGHT.

...KURT...





OH...
GOD...

I FOUND
HENRY...
I DON'T KNOW...
TWENTY SOMETHING
BLOCKS FROM HERE.
LODGED IN A STORE-
FRONT...

AND...
ALISON...



AS SOON AS
WE FIND **KURT**, WE
CAN GET THEM BACK
TO THE MANSION --
REGROUP --

NO. I'M
GOING AFTER
MAGNETO.

I KNOW
YOU'RE HURTING...
WE ALL ARE --

YOU
DON'T KNOW
ANYTHING ABOUT
MY HURTING,
SCOTT...

...BECAUSE
YOU CAN CRAWL
INTO BED TOMORROW
WITH THE LOVE OF
YOUR LIFE --

-- AND I'VE GOT
NOTHING TO
LIVE FOR!

DUDE. WE'RE
ALL IN THIS
TOGETHER --

WARREN...





HEY!

WE GOT ENOUGH GOING ON WITHOUT FIGHTING WITH EACH OTHER.

AND YOU AIN'T GOING UP AGAINST **MAGNETO** ALL BY YER LONESOME.

LIKE HELL I'M NOT.

MAGNETO IS CAUSING **WORLDWIDE** DEVASTATION.

WHEN WE GO FOR HIM, WE'LL NEED **EVERYONE**.

THE X-MEN. THE ULTIMATES. THE FANTASTIC FOUR.

SO, YOU MIGHT THINK THAT YOU'VE GOT NOTHING LEFT TO LIVE FOR --

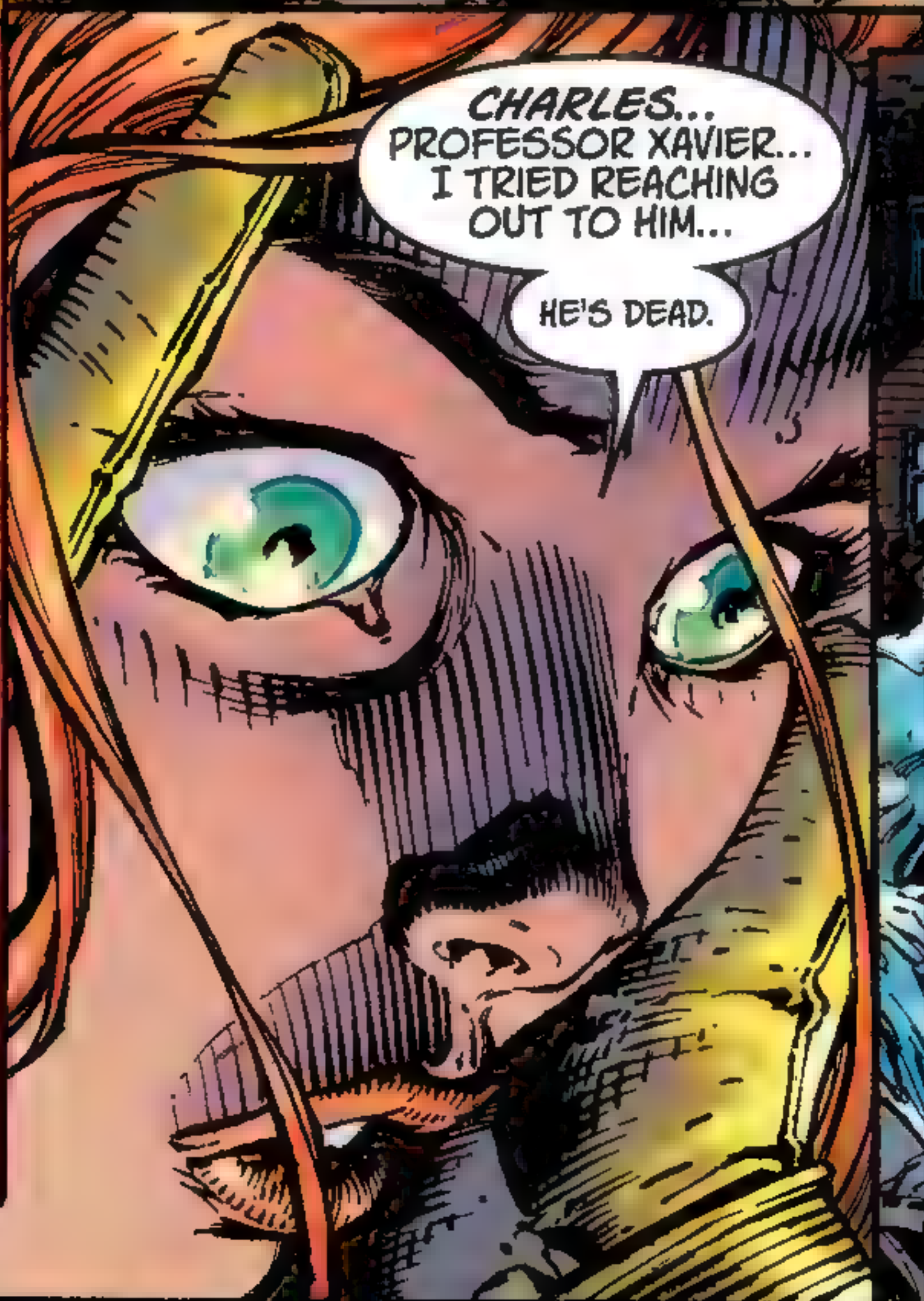
-- BUT, I'M NOT LETTING YOU GO THERE JUST TO GET YOURSELF KILLED.

NOT WHEN WE ALL LOVE YOU...

COME WITH US. **XAVIER** KNOWS MORE ABOUT **MAGNETO** THAN ANYBODY --



GAAAAH



CHARLES... PROFESSOR XAVIER... I TRIED REACHING OUT TO HIM...

HE'S DEAD.



VALHALLA.
MYTHICAL LAND OF THE FALLEN.
THOR AND CAPTAIN AMERICA.
TIME UNKNOWN.

**FIGHT ON,
CAPTAIN!**

I AM.
IT SEEMS
LIKE EVERY TIME
ONE OF THESE
CREATURES
FALLS --

-- **FOUR**
MORE TAKE
ITS PLACE!



I
DON'T KNOW
HOW I GOT
HERE --

-- BUT, IF
THIS IS THE
LAND OF THE
DEAD...



**VALHALLA IS
NEITHER HEAVEN
NOR HELL**

WHEN WE ARE
DONE, I GIVE YOU
MY WORD, YOU
WILL RETURN
HOME.



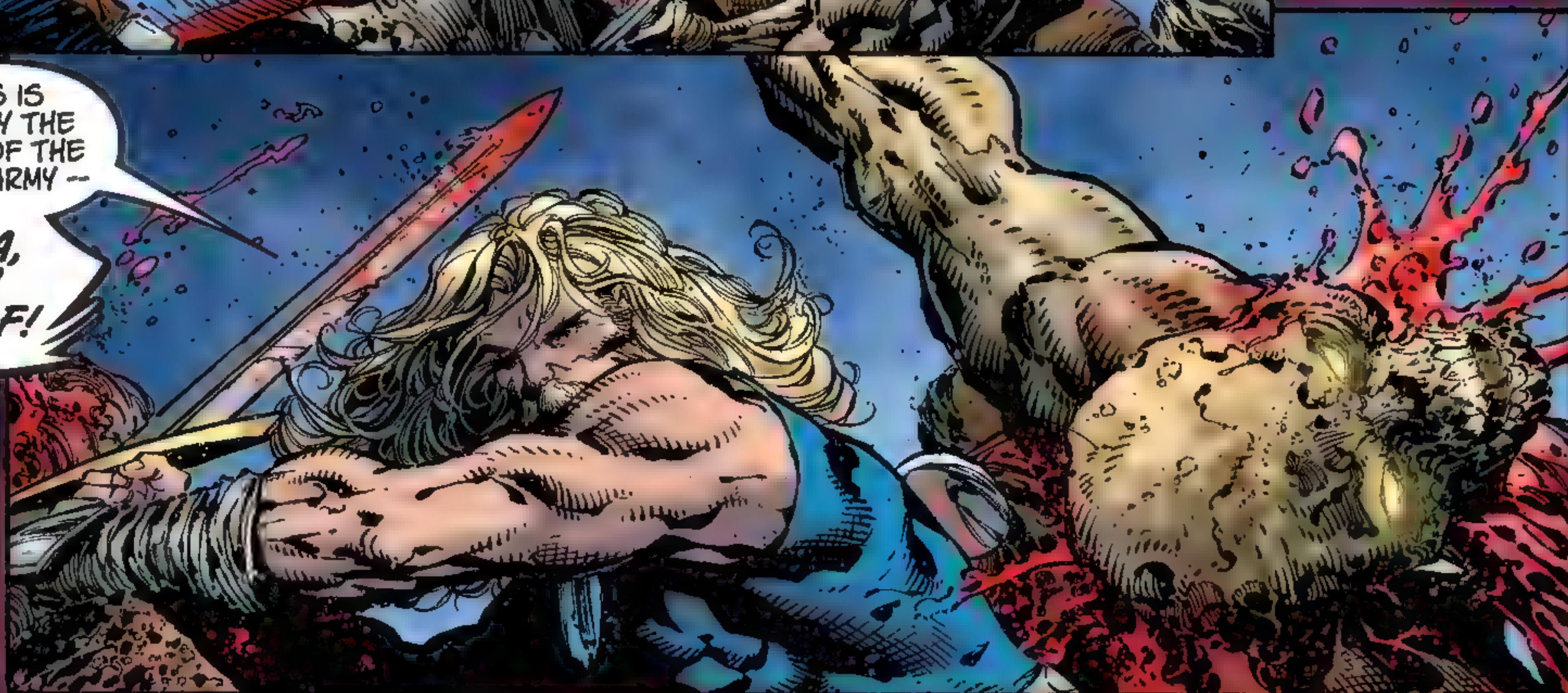
I DON'T SEE HOW YOU'RE
GOING TO MAKE GOOD
ON THAT --

-- BUT I'VE LEARNED
THAT DOUBTING *YOU*
IS A BAD IDEA.



THIS IS
NEARLY THE
LAST OF THE
DEAD ARMY --

-- *HELA*,
SHOW
THYSELF!



NO NEED TO
RAISE THY VOICE,
THUNDER GOD.

IN *MY HOME*
I AM EVERYWHERE.



YOU HAVE
DEFEATED MY ARMY
AND THUS ARE PROVEN
TO BE WORTHY
OF MY GIFT.

I NOW
RETURN YOUR
LOVE TO
YOU.

WHAT
GAME IS
THIS?

VALKYRIE
STILL LIES
DEAD!



YES. AND AS YOU'LL
RECALL, I SAID YOU
COULD LEAVE WITH HER
FOR A PRICE.

THEN,
NAME THE
PRICE.

CAREFUL,
THOR --

IF I ALLOW
ONE TO LEAVE
THIS LAND --

-- ANOTHER
MUST STAY IN
HER STEAD.



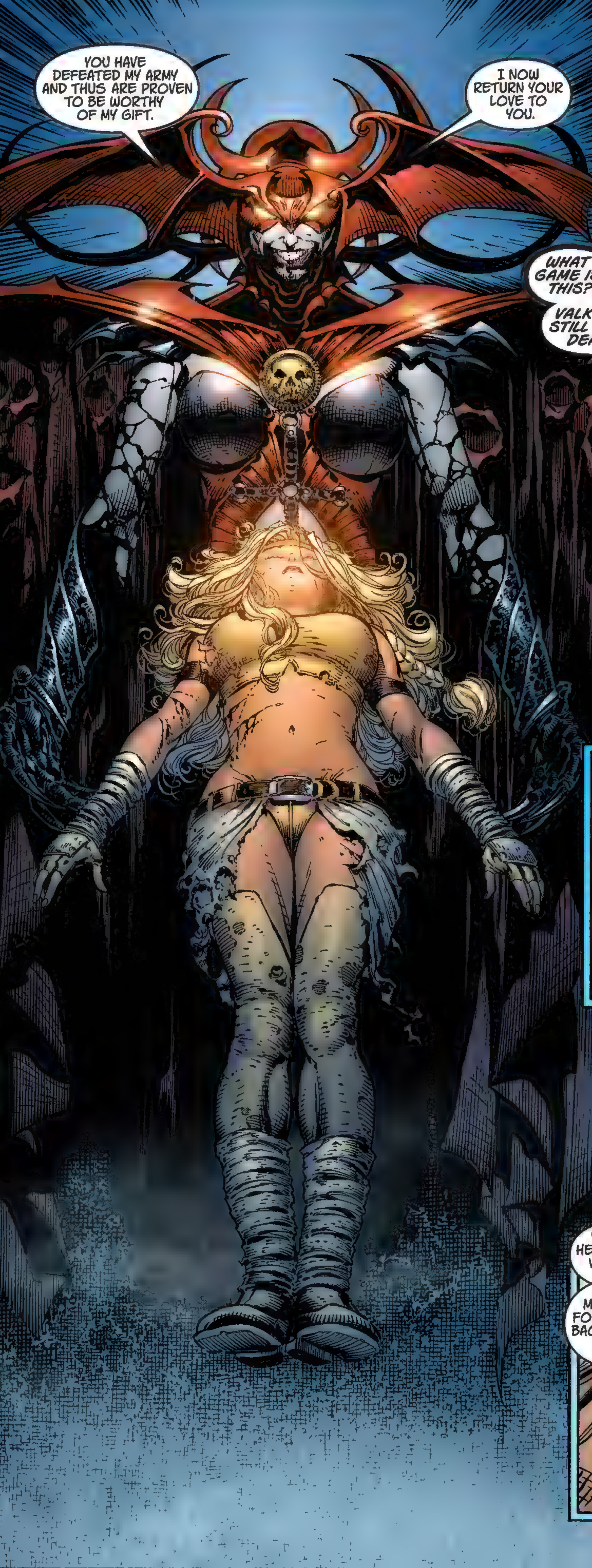
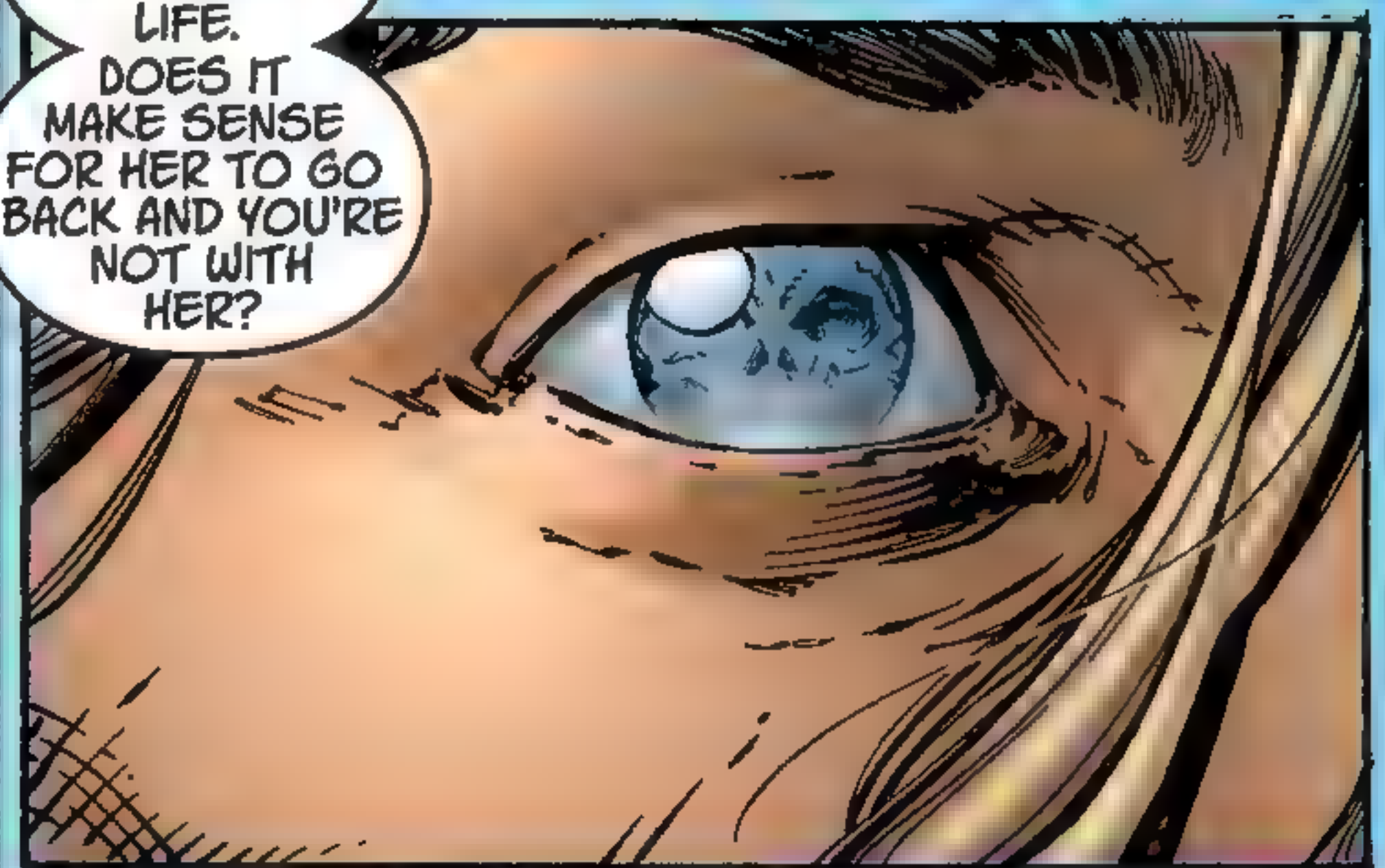
SURELY,
THIS DOESN'T COME
AS A SURPRISE.

I'LL STAY.
FOR ALL WE
KNOW, THAT'S
WHY I'M
HERE --

I CANNOT
ASK THIS OF
YOU.

YOU CAME
HERE TO SAVE
VALKYRIE'S
LIFE.

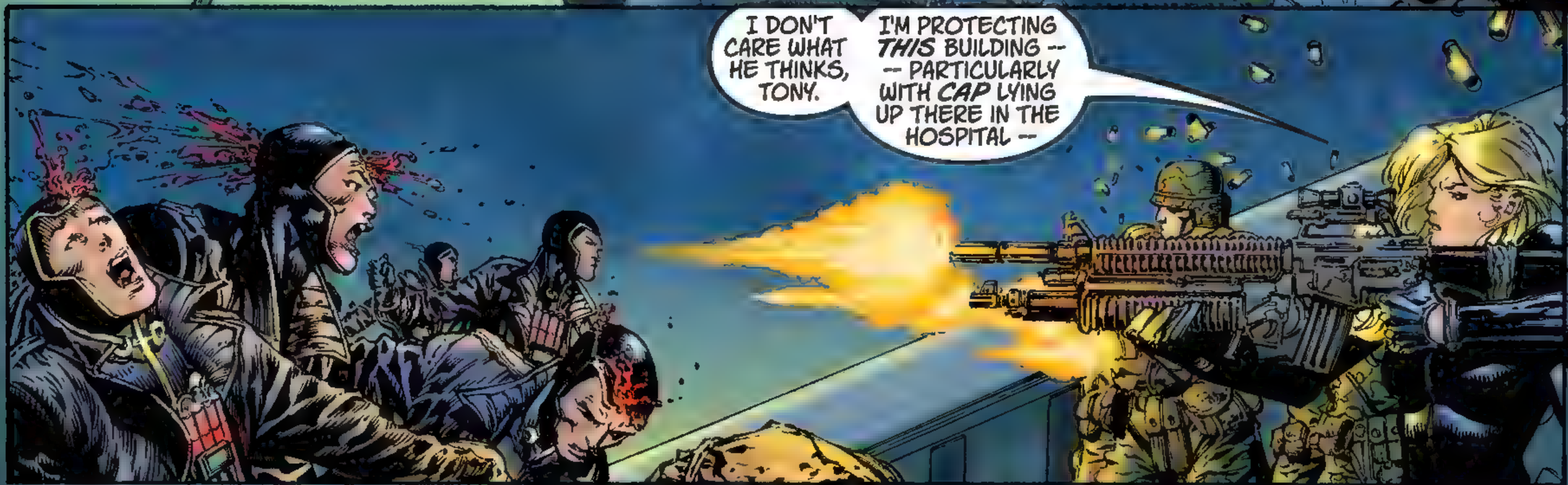
DOES IT
MAKE SENSE
FOR HER TO GO
BACK AND YOU'RE
NOT WITH
HER?



THE TRISKELION.
S.H.I.E.L.D.
BASE OF OPERATIONS.
LOWER MANHATTAN.
IRON MAN AND
CAROL DANVERS.
THAT NIGHT.

WE'RE GOING
TO NEED BACK-UP.
THERE'S JUST TOO
DAMN MANY OF
THEM, CAROL.

WHAT THE
HELL IS MAGNETO
THINKING?!



I DON'T
CARE WHAT
HE THINKS,
TONY.

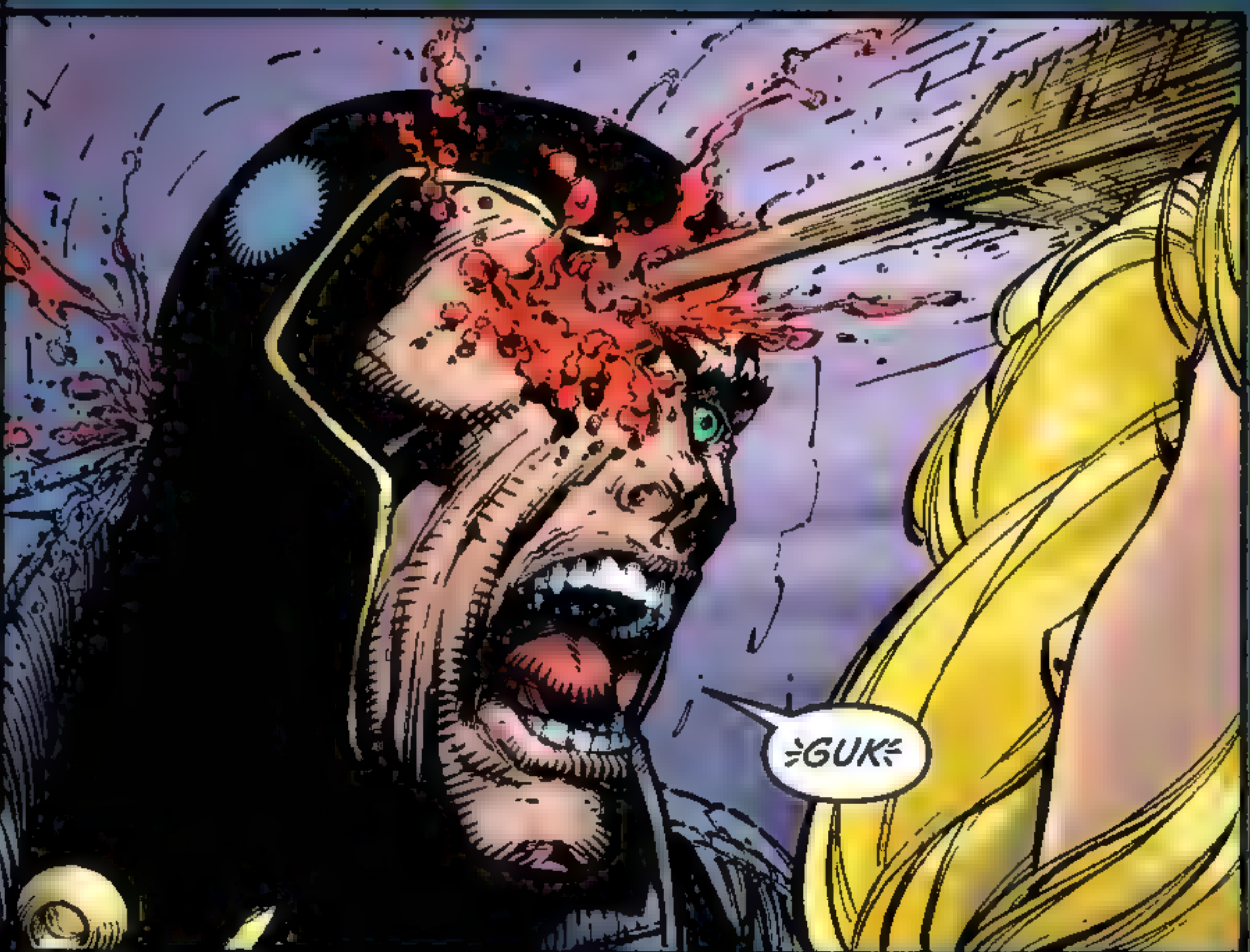
I'M PROTECTING
THIS BUILDING --
-- PARTICULARLY
WITH *CAP* LYING
UP THERE IN THE
HOSPITAL --



WHERE ARE
THE REST OF THE
ULTIMATES...?



FOR THE
GLORY OF
MAGNETO --



GUKE



GLORY
THAT --
-- YOU
MULTIPLE
JACKASS.

HANK... WHAT...
WHAT HAPPENED?

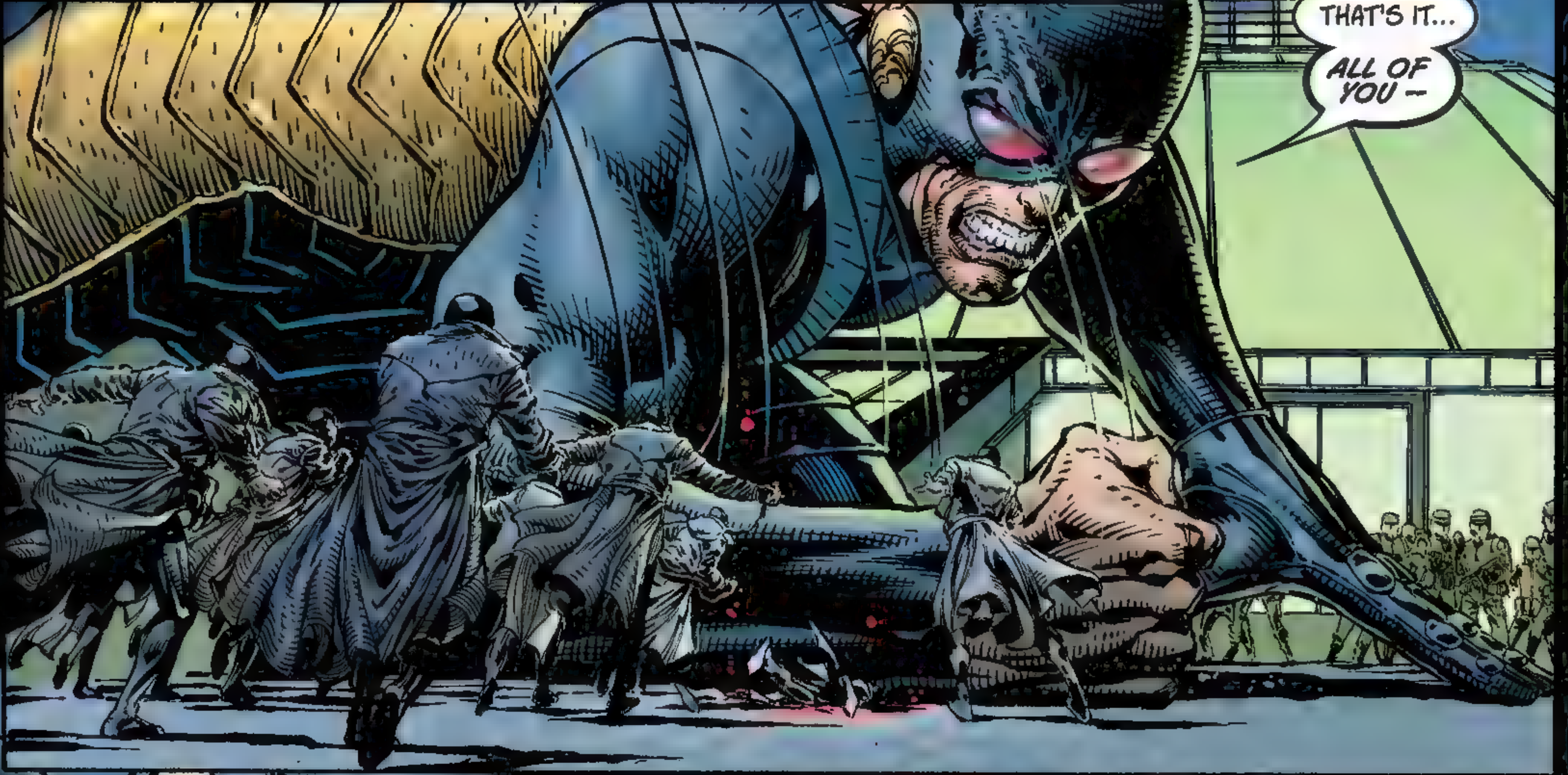
GET
HER INSIDE,
TONY.
THERE'S
AN ENCRYPTED
FILE MARKED
THE JOCASTA
PROJECT.

I'LL TAKE
CARE OF
THE REST.



EVERY ONE
OF THOSE MEN
HAS A BOMB --

JUST
GET HER
INSIDE.



THAT'S IT...
ALL OF
YOU --



-- BRING
IT!



HANK --
WHAT THE
@#\$\$ ARE YOU
DOING?!

WHAT
NEEDS TO
BE DONE.



KEEP
JAN SAFE,
CLINT.

BUT...
SHE'S
DEAD.

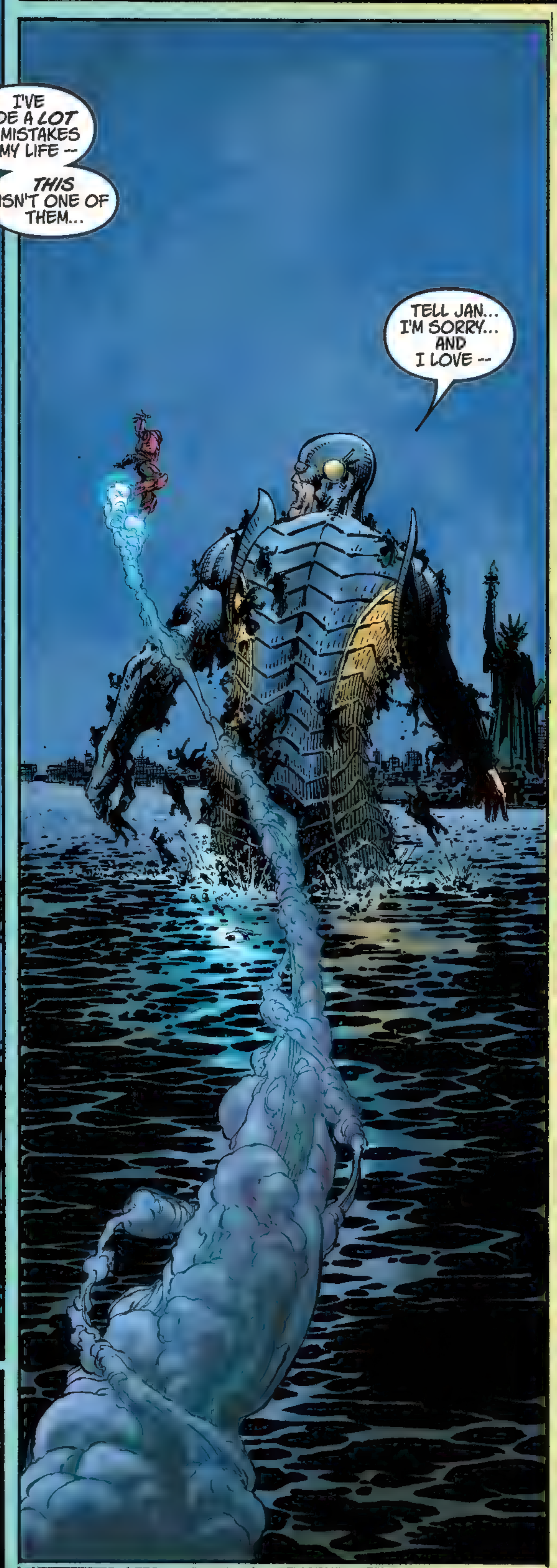


AND
PEOPLE
SAY I'M
CRAZY...



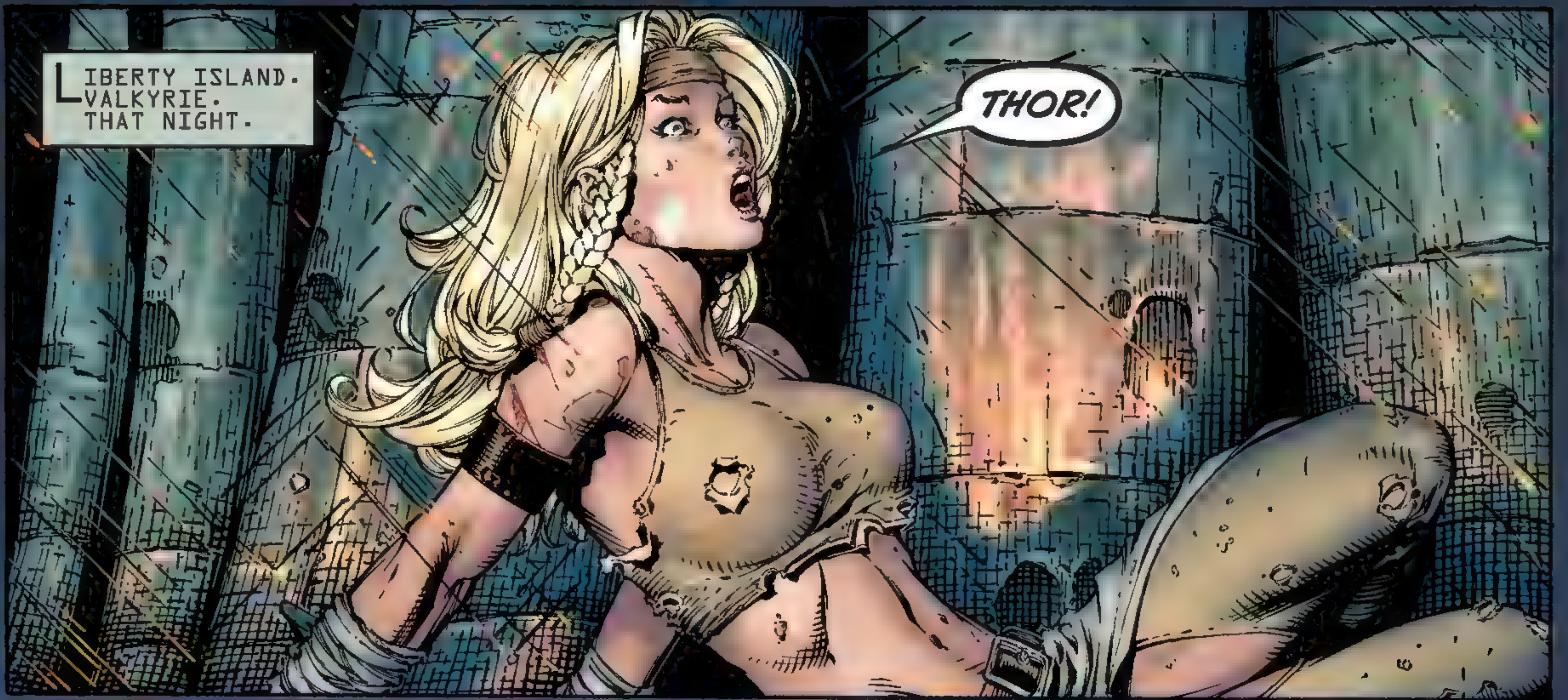
GET AWAY FROM ME, TONY.

I'VE MADE A LOT OF MISTAKES IN MY LIFE --
THIS ISN'T ONE OF THEM...



TELL JAN... I'M SORRY... AND I LOVE --





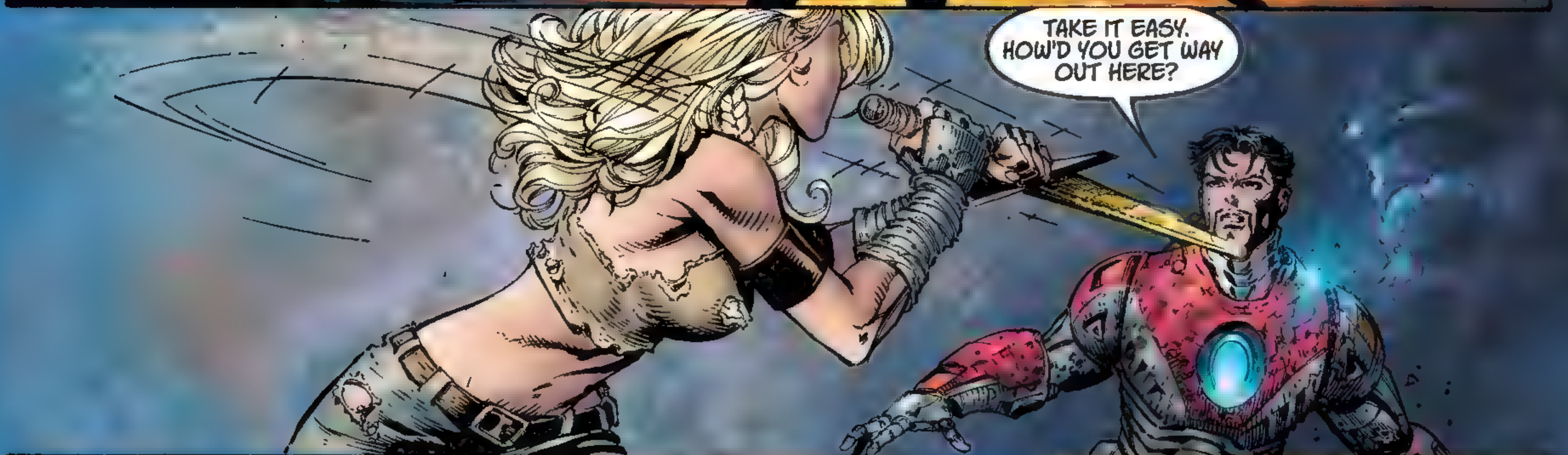
LIBERTY ISLAND.
VALKYRIE.
THAT NIGHT.

THOR!



HOW COULD
YOU STAY THERE,
LOVER...?

VALKYRIE?!



TAKE IT EASY.
HOW'D YOU GET WAY
OUT HERE?



TONY...?!

OH...NO...
TONY...

THOR'S
DEAD.

WHAT?!

ARE YOU
SURE?

WHY
WOULD YOU
EVEN ASK
THAT?!

CAP'S LYING
IN THE TRISKELION
HOSPITAL, VAL.
I'VE BEEN WITH HIM
THE ENTIRE
TIME.

IT
HAPPENED,
STARK.

AND I'M
GOING TO
KILL MAGNETO
FOR IT.

YEAH.
HE...HE
SACRIFICED
HIMSELF FOR
ME --

-- AND...
CAP...HE
WAS THERE
TOO...



THOR!



I'M...
BACK.

WHAT'DYA
MEAN
"BACK?"

YOU'VE
BEEN *SITTING*
OUT THE
ACTION --

I'D BE
DEAD IF IT
WEREN'T FOR
THOR.

HE GAVE
UP HIS LIFE
FOR MINE.



WHAT...WHY
WOULD HE DO
THAT?



I'VE GOT *NEWS* FOR YOU.
HE'S NOT THE ONLY ONE.
HANK PYM DIED TONIGHT
SAVING YOUR SORRY
ASS...

THAT'S RIGHT.
THE GUY WHO HATED
YOU ALMOST AS MUCH
AS YOU HATED
HIM.



BECAUSE
THE WOMAN YOU
BOTH LOVED
IS DEAD.

JAN...





WE'RE
GOING TO FIND
EVERY AVAILABLE
HERO.

IT'S TIME
TO SAVE THE
WORLD.

TO BE CONTINUED...

FOR WHAT THEY HAVE DONE, THEY MUST PAY THE ULTIMATE PRICE!

ULTIMATUM

Continues In:



**ULTIMATE
FANTASTIC FOUR #60**



**ULTIMATE
SPIDER-MAN #132**



ULTIMATUM #4



ULTIMATE X-MEN #100



**ULTIMATE
SPIDER-MAN #133**



ULTIMATUM #5

AND DON'T MISS ULTIMATUM #4 FOR MORE SHOCKS!

NO ONE IS SAFE



EMPIRE